

HONORABLE KAREN A. OVERSTREET

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON

In re

ENTELLIUM CORPORATION
1011 Western Ave., #800
Seattle, WA 98104
Tax ID 20-0596005,

Debtor.

ENTELLUM N.A.
1011 Western Ave., #800
Seattle, WA 98104
Tax ID 98-0388185,

Debtor.

Lead Case No. 08-18286
(Administratively Consolidated with
08-18287)

ORDER AUTHORIZING EMPLOYMENT
OF SPECIAL CORPORATE COUNSEL
ON A CONDITIONAL BASIS

THIS MATTER came before the court upon the ex parte application ("Application") of Entellium Corporation and Entellium N.A. (together, "Debtor"), debtors-in-possession herein, seeking authority to employ Wilson Sonsini Goodrich & Rosati ("Wilson Sonsini") as special counsel on a conditional basis subject to final approval after notice and hearing, and it appearing that Wilson

Sonsini are attorneys duly authorized to practice in Washington, and this Court being satisfied that Wilson Sonsini does not hold or represent any interest adverse to the estate, it is hereby


ORDERED:

1. The Application is approved.

2. That the Debtor is authorized to employ Wilson Sonsini on a conditional basis, subject to final approval after notice and hearing, to serve as special counsel in the above-captioned bankruptcy case upon a general retainer, with compensation subject to 11 U.S.C. § 330 and to further order of the Court.

3. That Wilson Sonsini is duly appointed on an interim basis, subject to final approval after notice and hearing, to perform the services described in the Application.

DATED this _____ day of December, 2008.


United States Bankruptcy Judge
(Dated as of Entered on Docket date above)

Presented by:

BUSH STROUT & KORNFELD

By /s/ Christine M. Tobin
Christine M. Tobin, WSBA #27628
Attorneys for Entellium Corporation

KARR TUTTLE CAMPBELL

By /s/ George S. Treperinas
George S. Treperinas, WSBA #15434
Attorneys for Entellium N.A.

Authority for signature give by email 12/16/08